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*Attorneys for STRATTEC SECURITY CORPORATION*

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

_____	)	
In re:	)	Chapter 11
	)	
GENERAL MOTORS CORP., <i>et al.</i> ,	)	Case No. 09-50026 (REG)
	)	(Jointly Administered)
Debtors.	)	
_____	)	

**LIMITED OBJECTION OF STRATTEC SECURITY CORPORATION  
TO THE DEBTORS' PROPOSED CURE AMOUNT**

STRATTEC SECURITY CORPORATION ("STRATTEC SECURITY"), by its attorneys, hereby submits this limited objection (the "Objection") to the proposed cure amount of the Debtors required to be paid to STRATTEC SECURITY in connection with the assumption and assignment of certain executory contracts between STRATTEC SECURITY and the Debtors. In support of this Objection, STRATTEC SECURITY states as follows:

### BACKGROUND

1. On June 1, 2009 (the "Commencement Date"), the Debtors commenced these voluntary cases under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Court").
2. The Debtors remain in possession of their property and continue to manage their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.
3. Prior to the Commencement Date, STRATTEC SECURITY and the Debtors were parties to contracts pursuant to which STRATTEC SECURITY sold certain automotive parts to the Debtors (the "Agreements").
4. On June 2, 2009, this Court entered an order (the "Sale Procedures Order") approving the procedures regarding the Debtors' assumption and assignment of executory contracts.
5. Pursuant to the Sale Procedures Order, on or about June 8, 2009, the Debtors delivered a notice (the "Assignment Notice") to STRATTEC SECURITY, indicating that the Debtors may assume and assign certain of the Debtors' Agreements with STRATTEC SECURITY (the "Assumed Contracts").
6. The Assignment Notice directed STRATTEC SECURITY to a website (the "Contract Website") containing a description of the Assumed Contracts and associated cure amounts representing prepetition defaults under the Assumed Contracts. On the Contract Website, the Debtors identify \$2,407,955.41 as the amount which they allege to be owing to STRATTEC SECURITY for prepetition defaults under the Assumed Contracts (the "Debtors' Cure Amount").

7. STRATTEC SECURITY asserts that the Debtors' outstanding prepetition obligations under the Assumed Contracts was \$2,704,941.36 (the "Supplier Cure Amount"). A summary of the Supplier Cure Amount is attached hereto as Exhibit A. The Debtors' Cure Amount appears to include amounts actually owed to affiliate entities, but does not include all amounts owed to STRATTEC SECURITY under the Assumed Contracts. The affiliate entities have filed separate objections to the cure amounts alleged by the Debtors on their assumed contracts. STRATTEC SECURITY files this objection to the Debtors' Cure Amount and reserves its rights to all amounts owing as of the date of assumption and assignment.

8. STRATTEC SECURITY believes that the Debtors intend to make payments to STRATTEC SECURITY in the ordinary course of business. However, STRATTEC SECURITY files this limited objection to the Debtors' Cure Amount to reserve its rights to payment for *all* outstanding prepetition and postpetition obligations upon the Debtors' assumption of the Assumed Contracts.

9. Pursuant to the Sale Procedures Order, STRATTEC SECURITY files this Objection to reserve its rights to the Supplier Cure Amount and any additional postpetition obligations outstanding as of the date of assumption and assignment of the Assumed Contracts.

10. STRATTEC SECURITY further reserves its rights to supplement this Objection.

WHEREFORE, STRATTEC SECURITY seeks an order sustaining its Objection and finding that the Supplier Cure Amount and any subsequent postpetition amounts due and owing to STRATTEC SECURITY is required to be paid to STRATTEC SECURITY upon assumption and assignment of any Assumed Contracts and reserving its rights in connection with the Sale Procedures Order.

Dated: June 15, 2009  
New York, New York

KELLEY DRYE & WARREN LLP

By: /s/ Jennifer A. Christian  
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*Attorneys for STRATTEC SECURITY  
CORPORATION*

**CERTIFICATE OF SERVICE**

I, Jennifer A. Christian hereby certify that on June 15, 2009, a true and correct copy of the Objection of Strattec Security Corporation to the Debtor's Proposed Cure Amount was filed via this Court's CM/ECF system and served on June 15, 2009 on those parties listed on the annexed schedule via overnight mail.

/s/ Jennifer A. Christian  
Jennifer A. Christian

General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, Michigan 48090-9025 Attn: Warren Command Center Mailcode 480-206-114	Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Harvey R. Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq.
U.S. Treasury 1500 Pennsylvania Avenue NW Room 2312 Washington, D.C. 20220 Attn: Matthew Feldman, Esq.	Cadwalader, Wickersham & Taft LLP One World Financial Center New York, New York 10281 Attn: John J. Rapisardi, Esq.
Vedder Price, P.C. 1633 Broadway, 47 <sup>th</sup> Floor New York, New York 10019 Attn: Michael J. Edelman, Esq. Michael L. Schein, Esq. BY HAND	Office of United States Trustee for the Southern District of New York 33 Whitehall Street 21 <sup>st</sup> Floor New York, New York 10004 Attn: Diana G. Adams, Esq.
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